

## “Guidelines to Understand Non Disclosure Agreements (NDA)”

Understanding Non-Disclosure Agreements (NDAs) involves several key points:

- 1. \*\*Definition\*\*:** An NDA is a legal contract between two or more parties, outlining how confidential information will be shared, used, and protected.
- 2. \*\*Parties\*\*:** Identify the parties involved - the disclosing party (who shares the information) and the receiving party (who gains access to the information).
- 3. \*\*Confidential Information\*\*:** Clearly define what constitutes confidential information. This can include trade secrets, business strategies, customer lists, technical data, etc.
- 4. \*\*Purpose\*\*:** Specify the purpose for sharing confidential information. This helps limit the use of the information to the intended purpose.
- 5. \*\*Duration\*\*:** Determine the duration of the NDA. Confidentiality obligations can range from a few years to indefinitely.
- 6. \*\*Obligations\*\*:** Outline the obligations of the receiving party, which usually include not disclosing, using, or reproducing the confidential information for purposes beyond the agreement.
- 7. \*\*Permitted Disclosure\*\*:** Specify scenarios where disclosure is allowed, such as to employees who need to know or as required by law.
- 8. \*\*Exclusions\*\*:** Highlight any information that's not covered by the NDA, such as information already in the public domain.
- 9. \*\*Remedies\*\*:** Describe the remedies for breach of the agreement, which can include damages, injunctive relief, or other legal actions.
- 10. \*\*Return/Destroy\*\*:** Detail what happens to confidential information after the agreement ends. Typically, the receiving party must return or destroy the information.
- 11. \*\*Legal Jurisdiction\*\*:** Specify the jurisdiction where legal matters will be addressed if a dispute arises.
- 12. \*\*Signatures\*\*:** Ensure all involved parties sign the NDA. Signatures indicate agreement and understanding of the terms.

It's essential to consult legal professionals when drafting or signing an NDA to ensure that the agreement meets your specific needs and adheres to applicable laws.